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January 8, 2010

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

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Office of Proceedings

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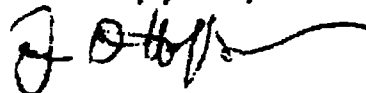
STB

**RE: STB Finance Docket No. 35339, Carolina Coastal
Railway, Inc., Acquisition and Operation Exemption**

Dear Ms. Brown:

On behalf of Carolina Coastal Railway, Inc., Petitioner, I am writing to follow up a telephone conversation today with Rick Davis of the Office of Proceedings staff. This letter will confirm that that the transaction agreements do not contain any provision prohibiting Petitioner from interchanging traffic with any third party.

Sincerely yours,



John D. Heffner

cc: Mr. Douglas Golden
Richard Davis, Esq. by fax
(245-0464)